

RECORDATION NO. 1999-11-20

AUG 19 1999

11-20AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

August 19, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Supplement No. 5 to Security Agreement-Chattel, dated as of August 19, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 19961.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: National Bank of Canada
125 West 55th Street
New York, New York 10019

A description of the railroad equipment covered by the enclosed document is:

set forth on Schedule A attached hereto

Schedule A

Lessee	Contract	Rptg Mark	Car Number
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432001
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432002
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432003
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432004
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432005
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432008
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432009
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432014
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432016
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432018
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432022
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432023
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432028
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432029
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432033
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432036
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432037
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432038
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432039
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432040
ACCORDIS CELLULOSIC FIBERS, INC Count			20
AG PROCESSING INC	56650028	SHPX	201787
AG PROCESSING INC	56650028	SHPX	201788
AG PROCESSING INC	56650028	SHPX	201790
AG PROCESSING INC	56650028	SHPX	201791
AG PROCESSING INC	56650028	SHPX	201792
AG PROCESSING INC	56650028	SHPX	201793
AG PROCESSING INC	56650028	SHPX	201794
AG PROCESSING INC	56650028	SHPX	201795
AG PROCESSING INC	56650028	SHPX	201796
AG PROCESSING INC	56650028	SHPX	201797
AG PROCESSING INC	56650028	SHPX	201798
AG PROCESSING INC	56650028	SHPX	201799
AG PROCESSING INC	56650028	SHPX	201800
AG PROCESSING INC	56650028	SHPX	201801
AG PROCESSING INC	56650028	SHPX	201802
AG PROCESSING INC	56650028	SHPX	201803
AG PROCESSING INC	56650028	SHPX	201804
AG PROCESSING INC	56650028	SHPX	201805
AG PROCESSING INC	56650028	SHPX	201806
AG PROCESSING INC	56650028	SHPX	201807
AG PROCESSING INC	56650028	SHPX	201808
AG PROCESSING INC	56650028	SHPX	201809
AG PROCESSING INC	56650028	SHPX	201810
AG PROCESSING INC Count			23
CARGILL INC	7349	SHPX	202420
CARGILL INC	7349	SHPX	202422
CARGILL INC	7349	SHPX	202423
CARGILL INC	7349	SHPX	202424
CARGILL INC	7349	SHPX	202425
CARGILL INC	7349	SHPX	202426
CARGILL INC	7349	SHPX	202427

Schedule A

Lessee	Contract	Rptg Mark	Car Number
CARGILL INC	7349	SHPX	202428
CARGILL INC	7349	SHPX	202429
CARGILL INC	7349	SHPX	202430
CARGILL INC	7349	SHPX	202431
CARGILL INC	7349	SHPX	202432
CARGILL INC	7349	SHPX	202433
CARGILL INC	7349	SHPX	202435
CARGILL INC	7349	SHPX	202437
CARGILL INC	7349	SHPX	202438
CARGILL INC	7349	SHPX	202439
CARGILL INC	7349	SHPX	202440
CARGILL INC Count			18
GRAIN PROCESSING CORP	7318	SHPX	202391
GRAIN PROCESSING CORP	7318	SHPX	202393
GRAIN PROCESSING CORP	7318	SHPX	202396
GRAIN PROCESSING CORP	7318	SHPX	202397
GRAIN PROCESSING CORP	7318	SHPX	202398
GRAIN PROCESSING CORP	7318	SHPX	202399
GRAIN PROCESSING CORP	7318	SHPX	202400
GRAIN PROCESSING CORP	7318	SHPX	202401
GRAIN PROCESSING CORP	7318	SHPX	202402
GRAIN PROCESSING CORP	7318	SHPX	202403
GRAIN PROCESSING CORP Count			10
HEARTLAND GRAIN FUEL	7434	SHPX	202413
HEARTLAND GRAIN FUEL	7434	SHPX	202414
HEARTLAND GRAIN FUEL	7434	SHPX	202415
HEARTLAND GRAIN FUEL	7434	SHPX	202416
HEARTLAND GRAIN FUEL	7434	SHPX	202417
HEARTLAND GRAIN FUEL	7434	SHPX	202418
HEARTLAND GRAIN FUEL Count			6
OMYA INCORPORATED	73390001	SHPX	201844
OMYA INCORPORATED	73390001	SHPX	201852
OMYA INCORPORATED	73390001	SHPX	201853
OMYA INCORPORATED	73390001	SHPX	201854
OMYA INCORPORATED Count			4
WEAVER POPCORN	7393	SHPX	43131
WEAVER POPCORN	7393	SHPX	43132
WEAVER POPCORN	7393	SHPX	43133
WEAVER POPCORN Count			3
Grand Count			84

SUPPLEMENT NO. 5
SECURITY AGREEMENT - CHATTEL MORTGAGE

SUPPLEMENT No. 5 to the Security Agreement - Chattel Mortgage dated as of March 6, 1996 (the "Agreement") by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and NATIONAL BANK OF CANADA, a Canadian chartered bank (the "Bank").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted, or does hereby assign and grant, a security interest in and to the Bank, and to confirm the assignment under, and security interest created by, the Agreement with respect to such Collateral. Any term defined in the Agreement and used herein shall have the meaning as defined therein.

2. The Debtor has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Bank, its successors and assigns, and does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Bank a security interest in, in each case pursuant to the Agreement and as collateral security for payment and performance of the obligations of the Debtor under the Agreement and the Revolving Credit Facility Agreement dated February 26, 1996 between the Debtor and the Bank (as amended by Amendment No. 1 dated as of February 26, 1997, Amendment No. 2 dated as of February 26, 1998 and Amendment No. 3 dated as of March 30, 1999, the "Credit Facility"), all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a), 2(b) and 2(c) hereof:

(a) All of the railroad rolling stock and standard gauge rolling stock listed on Schedule A hereto together with all accessories, accessions, equipment, parts, additions, attachments and appurtenances that are at anytime appertaining, attached, affixed or related thereto, and all substitutions, renewals or replacements thereof and additions, improvements, accessions and accumulations thereto together with all rents, issues, income, profits and avails therefrom and the proceeds thereof.

(b) All of the lease agreements, lease schedules or relevant portions thereof and all riders, amendments and supplements thereto entered into and to be entered into by the Debtor with the lessee(s) thereunder, which lease agreement, lease schedule or relevant portion thereof provides for the leasing of one or more

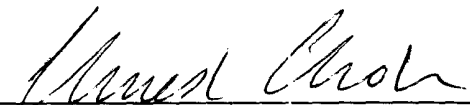
units of any of the items listed in the preceding clause (a), to the extent but only to the extent relating to the items listed in the preceding clause (a), including (without limitation) the leases listed on Schedule A hereto, and all payments due and to become due under any such lease but only to the extent relating to any of the items listed in the preceding clause (a), whether as contractual obligations, damages or otherwise to the extent such payments are derived from any of the items is the preceding clause (a).

(c) All products and proceeds of any of the foregoing in whatever form, including (without limitation) insurance proceeds and any claims against third parties for loss or damage to or destruction of any or all of the instruments for the payment of money, chattel paper, security agreements or other documents.

3. All provisions of the Agreement and the Credit Facility are hereby incorporated in this Supplement and made a part hereof. Schedule A hereto shall be deemed an addition to, and part of, Schedule A to the Agreement. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Agreement and Credit Facility.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 19th day of August, 1999.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Umesh Choksi

Title: Treasurer

NATIONAL BANK OF CANADA

By: _____

Name:

Title:

By: _____

Name:

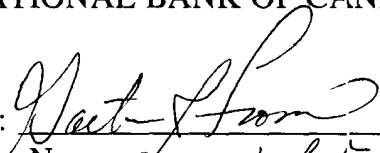
Title:

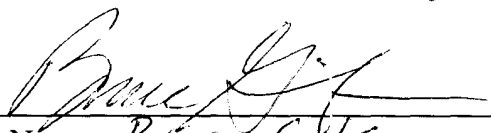
IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 19th day of August, 1999.

ACF INDUSTRIES, INCORPORATED

By: _____
Name:
Title:

NATIONAL BANK OF CANADA

By: 
Name: SHARON R. FRISVOLD
Title: VP & Manager

By: 
Name: Bruce Gibson
Title: VP

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 17 day of August, 1999, before me, personally appeared ^{Umesh}Choksi, to me known, who being by me duly sworn, says that he resides in St. Louis, MO and is Treasurer of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]
Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ____ day of August, 1999, before me, personally appeared _____, to me known, who being by me duly sworn, says that he resides in _____ and is _____ of NATIONAL BANK OF CANADA; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Notary Public

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this _____ day of August, 1999, before me, personally appeared _____, to me known, who being by me duly sworn, says that he resides in _____ and is _____ of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 17th day of August, 1999, before me, personally appeared Bruce Gibson to me known, who being by me duly sworn, says that he resides in Bingham, UT and is VP of NATIONAL BANK OF CANADA; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Una Teresa Finn
Notary Public

UNA TERESA FINN
Notary Public, State of New York
No. 01-F15058871
Qualified in Queens County
Commission Expires March 11, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 17th day of August, 1999, before me, personally appeared Giuseppe Fratina to me known, who being by me duly sworn, says that he resides in Norwalk CT and is V.P. of NATIONAL BANK OF CANADA; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Una Teresa Finn
Notary Public

UNA TERESA FINN
Notary Public, State of New York
No. 01-F15056871
Qualified in Queens County
Commission Expires March 11, 2000

Schedule A

Lessee	Contract	Rptg Mark	Car Number
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432001
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ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432003
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432004
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432005
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432008
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432009
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432014
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432016
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432018
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432022
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432023
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432028
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432029
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432033
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432036
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432037
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432038
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432039
ACCORDIS CELLULOSIC FIBERS, INC	7370	SHPX	432040
ACCORDIS CELLULOSIC FIBERS, INC Count			20
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AG PROCESSING INC	56650028	SHPX	201797
AG PROCESSING INC	56650028	SHPX	201798
AG PROCESSING INC	56650028	SHPX	201799
AG PROCESSING INC	56650028	SHPX	201800
AG PROCESSING INC	56650028	SHPX	201801
AG PROCESSING INC	56650028	SHPX	201802
AG PROCESSING INC	56650028	SHPX	201803
AG PROCESSING INC	56650028	SHPX	201804
AG PROCESSING INC	56650028	SHPX	201805
AG PROCESSING INC	56650028	SHPX	201806
AG PROCESSING INC	56650028	SHPX	201807
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CARGILL INC	7349	SHPX	202423
CARGILL INC	7349	SHPX	202424
CARGILL INC	7349	SHPX	202425
CARGILL INC	7349	SHPX	202426
CARGILL INC	7349	SHPX	202427

Schedule A

Lessee	Contract	Rptg Mark	Car Number
CARGILL INC	7349	SHPX	202428
CARGILL INC	7349	SHPX	202429
CARGILL INC	7349	SHPX	202430
CARGILL INC	7349	SHPX	202431
CARGILL INC	7349	SHPX	202432
CARGILL INC	7349	SHPX	202433
CARGILL INC	7349	SHPX	202435
CARGILL INC	7349	SHPX	202437
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CARGILL INC	7349	SHPX	202439
CARGILL INC	7349	SHPX	202440
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GRAIN PROCESSING CORP	7318	SHPX	202396
GRAIN PROCESSING CORP	7318	SHPX	202397
GRAIN PROCESSING CORP	7318	SHPX	202398
GRAIN PROCESSING CORP	7318	SHPX	202399
GRAIN PROCESSING CORP	7318	SHPX	202400
GRAIN PROCESSING CORP	7318	SHPX	202401
GRAIN PROCESSING CORP	7318	SHPX	202402
GRAIN PROCESSING CORP	7318	SHPX	202403
GRAIN PROCESSING CORP Count			10
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HEARTLAND GRAIN FUEL	7434	SHPX	202417
HEARTLAND GRAIN FUEL	7434	SHPX	202418
HEARTLAND GRAIN FUEL Count			6
OMYA INCORPORATED	73390001	SHPX	201844
OMYA INCORPORATED	73390001	SHPX	201852
OMYA INCORPORATED	73390001	SHPX	201853
OMYA INCORPORATED	73390001	SHPX	201854
OMYA INCORPORATED Count			4
WEAVER POPCORN	7393	SHPX	43131
WEAVER POPCORN	7393	SHPX	43132
WEAVER POPCORN	7393	SHPX	43133
WEAVER POPCORN Count			3
Grand Count			84

Mr. Vernon A. Williams
August 19, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures